

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on February 25, 2016.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

MAY-29-2001 12:10

BRESSLER AMERY &amp; ROSS

973 514 1672 P.02/04

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CSC 45

## CERTIFICATE OF INCORPORATION

of

RFI Newco, Inc.

Under Section 402 of the New York  
Business Corporation Law

\* \* \* \* \*

The undersigned, being of the age of eighteen or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

1. The name of the Corporation is RFI Newco, Inc.
2. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which a Corporation may be organized under the New York Business Corporation Law, provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.
3. The principal office of the Corporation shall be located in the County of New York, State of New York.
4. The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is 200. All such shares are to have the following no par value
5. The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: c/o Bressler, Amery & Ross, P.C., 17 State Street, New York, New York 10004, Attention: Bernard Bressler, Esq.
6. The personal liability of the directors of the Corporation to the Corporation or its shareholders for any damages sustained as a result of any acts or omissions constituting a breach of duty on the part of such director while acting in the capacity of a director of the Corporation is hereby eliminated to the fullest extent legally permissible; provided, however, that such liability shall not be eliminated if a judgment or other final adjudication adverse to such director establishes that such director's acts or omission were in bad faith or involved intentional misconduct or a knowing violation of law, or that such director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or that the director's acts

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BRESSLER AMERY &amp; ROSS

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violated Section 719 of the New York Business Corporation Law. The foregoing shall be in addition to any other rights to which such director may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

7. The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of New York, including but not limited to the indemnification presently authorized by Sections 721-727 of the New York Business Corporation Law and subsequent amendments thereto, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation. Such indemnification shall include, but shall not be limited to, the following:

(A) Indemnification in Actions Other than by Right of the Corporation.

The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding (other than one by or in the right of the Corporation to procure a judgment in its favor), whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he, his testator or intestate, was a director or officer of the Corporation, or served such other corporation, partnership or joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein; provided, however, that no indemnification shall be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his acts were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated. The foregoing indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

(B) Indemnification in Action by Right of the Corporation.

The Corporation shall indemnify any person made, or threatened to be made, a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of any other corporation of any type or kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in judgment or settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein;

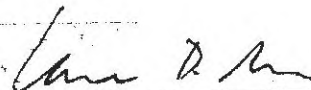
MAY-29-2001 12:11

BRESSLER AMERY &amp; ROSS

973 514 1672 P.04/04

provided, however, that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled. The foregoing indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and does hereby affirm the statements contained therein as true under the penalty of perjury this 24<sup>th</sup> day of May, 2001.



Lawrence D. Ross  
Incorporator  
17 State Street  
New York, NY 10004

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CERTIFICATE OF INCORPORATION  
OF  
RFI NEWCO, INC.

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Section 402 of the Business Corporation Law

MAY 25 3 15 PM '01

Filer: Bressler, Amery & Ross, P.C.  
325 Columbia Turnpike  
Florham Park, NJ 07932  
Cust. Ref#165820/Dav

DRAWDOWN

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STATE OF NEW YORK  
DEPARTMENT OF STATE

MAY 9 2001

FILED

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BY: mi

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***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on February 25, 2016.



*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

F010611000 479#2

CSC 45

**CERTIFICATE OF AMENDMENT  
OF  
THE CERTIFICATE OF INCORPORATION  
OF  
RFI NEWCO., INC.**

**UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW**

\*\*\*\*\*

The undersigned, being the Chairman of the Board and the Secretary of RF Newco, Inc., do hereby certify and set forth:

**FIRST:** The name of the corporation is RFI Newco, Inc.

**SECOND:** The certificate of incorporation of RF Newco, Inc. was filed by the Department of State, Albany, New York on the 29<sup>th</sup> day of May, 2001.

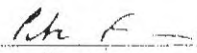
**THIRD:** Paragraph (1) of the certificate of incorporation of RFI Newco, Inc., which sets forth the name of the corporation, is hereby amended to read:

(1) The name of the corporation is Ruder Finn, Inc.

**FOURTH:** This amendment to the certificate of incorporation of RF Newco, Inc. was authorized by vote of the board of directors followed by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of the directors and shareholders of said corporation duly called and held on the 5<sup>th</sup> day of June, 2001, a quorum being present.

**IN WITNESS WHEREOF,** the undersigned have executed and signed this certificate this 5<sup>th</sup> day of June, 2001.

  
David Finn, Chairman of the Board

  
Peter Finn, Secretary

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CSC 45

CERTIFICATE OF AMENDMENT

OF

RFI NEWCO., INC.

Under Section 805 of the Business Corporation Law

1 cc  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED JUN 17 2001  
TAXS  
BY: LAS  
NEW YORK

FILED BY:

BRESSLER, AMERY & ROSS, P.C.  
325 Columbia Turnpike  
Florham Park, NJ 07932

Chart. Ref#177730MPJ

DRAWDOWN

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**CERTIFICATE OF AMENDMENT  
OF  
THE CERTIFICATE OF INCORPORATION  
OF  
RF NEWCO, INC.**

**UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW**

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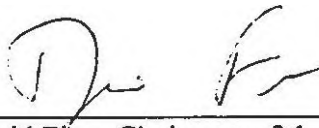
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\_\_\_\_\_  
David Finn, Chairman of the Board

  
\_\_\_\_\_  
Peter Finn, Secretary



R U D E R • F I N N

June 5, 2001

**Via Facsimile (518) 433-4741 and**  
**Federal Express**  
Corporation Service Company – Albany  
80 State Street, 6<sup>th</sup> Floor  
Albany, NY 12207-2543

**Re: Ruder Finn, Inc. and RFI Newco, Inc.**

Dear Sir or Madam:

Please allow this letter to serve as the grant of permission to RFI Newco, Inc. to use name Ruder Finn, Inc. Both corporations organized and validly existing under the laws of the State of New York.

Should you have any questions, or require any further information, please do not hesitate to contact me, or my attorney Bernard Bressler at (973) 514-1200.

Ruder Finn, Inc.

By:           *R. F. Finn*

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

=====

ENTITY NAME: RUDER FINN, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC BUSINESS)  
NAME

COUNTY: NEWY

SERVICE COMPANY: CSC NETWORKS/PRENTICE HALL

SERVICE CODE: 45

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FILED:06/11/2001 DURATION:\*\*\*\*\* CASH#:010611000501 FILM #:010611000479

ADDRESS FOR PROCESS  
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REGISTERED AGENT  
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FILER	FEES		PAYMENTS	
-----	----	95.00		95.00
BRESSLER, AMERY & ROSS, P.C.	FILING	60.00	CASH	0.00
325 COLUMBIA TURNPIKE	TAX	0.00	CHECK	0.00
	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	95.00
ELORHAM PARK, NJ 07932	HANDLING	25.00	BILLED	0.00
			REFUND	0.00
			-----	

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**JUN 12 2001**



A handwritten signature in black ink, appearing to read "J. H. ...", followed by a long horizontal line.

*Special Deputy Secretary of State*

DOS-1266 (7/00)

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CERTIFICATE OF AMENDMENT  
OF  
THE CERTIFICATE OF INCORPORATION  
OF  
RFI NEWCO., INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

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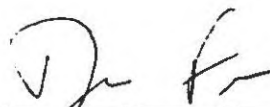
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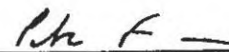
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\_\_\_\_\_  
David Finn, Chairman of the Board

  
\_\_\_\_\_  
Peter Finn, Secretary

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CSC 45

CERTIFICATE OF AMENDMENT

OF

RFI NEWCO., INC.

Under Section 805 of the Business Corporation Law

1 cc  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 11 2001

TAX \$

BY:

LAS

NEW YORK

FILED BY:

BRESSLER, AMERY & ROSS, P.C.

325 Columbia Turnpike

Florham Park, NJ 07932

Cust. Ref#177730MPJ

DRAWDOWN